

ANNUAL STATEMENT

For the Year Ending December 31, 2003

OF THE CONDITION AND AFFAIRS OF THE

MCARE INC.

NAIC Group Code

3414

(Current Period)

,

3414

(Prior Period)

NAIC Company Code

95449

Employer's ID Number

38-2649504

Organized under the Laws of

Michigan

,

State of Domicile or Port of Entry

Michigan

Country of Domicile

United States of America

Licensed as business type:

Life, Accident & Health[]

Dental Service Corporation[]

Other[]

Property/Casualty[]

Vision Service Corporation[]

Is HMO Federally Qualified? Yes[X] No[]

Hospital, Medical & Dental Service or Indemnity[]

Health Maintenance Organization[X]

Date Incorporated or Organized

01/01/1986

Date Commenced Business

10/01/1986

Statutory Home Office

2301 Commonwealth Blvd.

(Street and Number)

,

Ann Arbor, MI 48105

(City, or Town, State and Zip Code)

Main Administrative Office

2301 Commonwealth Blvd.

(Street and Number)

Ann Arbor, MI 48105

(City or Town, State and Zip Code)

(734)747-8700

(Area Code) (Telephone Number)

Mail Address

2301 Commonwealth Blvd.

(Street and Number or P.O. Box)

,

Ann Arbor, MI 48105

(City, or Town, State and Zip Code)

Primary Location of Books and Records

2301 Commonwealth

(Street and Number)

Ann Arbor, MI 48105

(City, or Town, State and Zip Code)

(734)747-8700

(Area Code) (Telephone Number)

Internet Website Address

www.mcare.net

Statutory Statement Contact

Elizabeth A. Bergin

(Name)

eabergin@mcare.med.umich.edu

(E-Mail Address)

(734)332-2623

(Area Code)(Telephone Number)(Extension)

(734)332-2177

(Fax Number)

Policyowner Relations Contact

2301 Commonwealth Blvd.

(Street and Number)

Ann Arbor, MI 48105

(City, or Town, State and Zip Code)

(734)913-2211

(Area Code) (Telephone Number)(Extension)

OFFICERS

President

Zelda Geyer-Sylvia

Secretary

Larry Warren

Treasurer

Douglas L. Strong

Chief Financial Officer

Gregory A. Hawkins

Chairman

Robert P. Kelch M.D.

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Darrell A. Campbell Jr., M.D.

Kyle L. Grazier PhD

Robert P. Kelch M.D.

Jean M. Malouin M.D

Timothy P. Slottow

Larry Warren

Zelda Geyer-Sylvia

Sally Joy

Allen S. Lichter M.D

Richard C. Petrocelli

Douglas L. Strong

Miriam M. Weininger

State of

Michigan

County of

Washtenaw

ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)

Zelda Geyer-Sylvia

(Printed Name)

President

(Signature)

Larry Warren

(Printed Name)

Secretary

(Signature)

Douglas L. Strong

(Printed Name)

Treasurer

a. Is this an original filing?

Yes[] No[X]

b. If no,

1. State the amendment number

2. Date filed

3. Number of pages attached

1

05/07/2004

69

Subscribed and sworn to before me this

day of

, 2004

(Notary Public Signature)

EXHIBIT 3 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed	2,426,069	36,993	(274)	37,857	37,857	2,462,788
0299999 Total group	2,426,069	36,993	(274)	37,857	37,857	2,462,788
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 12) ..	2,426,069	36,993	(274)	37,857	37,857	2,462,788

EXHIBIT 4 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0499999 Total - Receivables not individually listed
0599999 Health care receivables

EXHIBIT 5 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
.....	7,319,589	1,536,658	529,973	287,510	228,481	9,902,211
0199999 Total - Individually Listed Claims Unpaid	7,319,589	1,536,658	529,973	287,510	228,481	9,902,211
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	7,319,589	1,536,658	529,973	287,510	228,481	9,902,211
0599999 Unreported claims and other claim reserves						32,694,896
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						42,597,107
0899999 Accrued Medical Incentive Pool and Bonus Amounts						24,914,861

21 Exhibit 6 - Ammounts Due From Parent - NONE

22 Exhibit 7 - Amounts Due to Parent - NONE

EXHIBIT 8 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total	Total Members Covered	Column 3 as a % of Total	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups						
2.	Intermediaries						
3.	All other providers	184,915,586	43.300	88,904	100.000	184,915,586	
4.	Total capitation payments	184,915,586	43.300	88,904	100.000	184,915,586	
Other Payments:							
5.	Fee-for-service	17,936,385	4.200	X X X	X X X		17,936,885
6.	Contractual fee payments	224,204,809	52.500	X X X	X X X	224,204,809	
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	242,141,194	56.700	X X X	X X X	224,204,809	17,936,885
13.	Total (Line 4 plus Line 12)	427,056,780	100.000	X X X	X X X	409,120,395	17,936,885

EXHIBIT 8 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
		NONE			
9999999			X X X	X X X	X X X

EXHIBIT 9 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	2,541,989	.....	2,352,121	189,868	189,868	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment .....	.....	.....	.....	.....	.....	.....
6.	Total	2,541,989	.....	2,352,121	189,868	189,868	.....



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3414

BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 95449

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	205,170	337	172,046				8,284	10,006	14,497				
2. First Quarter	190,480	311	175,526				8,830	5,813					
3. Second Quarter	191,636	288	176,962				8,881	5,505					
4. Third Quarter	191,965	360	177,252				9,030	5,323					
5. Current Year	191,548	344	176,828				9,370	5,006					
6. Current Year Member Months	2,310,920	4,128	2,133,671				107,118	66,003					
Total Member Ambulatory Encounters for Year:													
7. Physician	747,834		701,861					45,973					
8. Non-Physician	209,223		197,212					12,011					
9. Total	957,057		899,073					57,984					
10. Hospital Patient Days Incurred	54,394		35,824					18,570					
11. Number of Inpatient Admissions	12,597		10,322					2,275					
12. Health Premiums Collected	458,020,490		390,098,227				21,611,201	46,311,062					
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	460,571,047		392,648,784				21,611,201	46,311,062					
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	429,191,529		356,699,897				11,543,393	60,948,239					
18. Amount of Incurred for Provision of Health Care Services	415,873,023		360,136,377				11,652,914	44,083,732					

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

35 Grand Total



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3414

BUSINESS IN THE STATE OF **MICHIGAN** DURING THE YEAR

NAIC Company Code 95449

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	205,170	337	172,046				8,284	10,006	14,497				
2. First Quarter	190,480	311	175,526				8,830	5,813					
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4. Third Quarter	191,965	360	177,252				9,030	5,323					
5. Current Year	191,548	344	176,828				9,370	5,006					
6. Current Year Member Months	2,310,920	4,128	2,133,671				107,118	66,003					
Total Member Ambulatory Encounters for Year:													
7. Physician	747,834		701,861					45,973					
8. Non-Physician	209,223		197,212					12,011					
9. Total	957,057		899,073					57,984					
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13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	460,571,047		392,648,784				21,611,201	46,311,062					
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	429,191,529		356,699,897				11,543,393	60,948,239					
18. Amount of Incurred for Provision of Health Care Services	415,873,023		360,136,377				11,652,914	44,083,732					

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 10	
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 13	
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 11	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 12	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, current period)	

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period	

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	1,048,319
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	700,000
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	368,537
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	2,116,856
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	2,116,856
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period	2,116,856

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Government, Schedules D & DA (Group 1)											
1.1	Class 1	51,067,251	1,098,868				52,166,119	56.36	63,192,464	58.84	52,166,120	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS	51,067,251	1,098,868				52,166,119	56.36	63,192,464	58.84	52,166,120	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1								702,471	0.65		
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS								702,471	0.65		
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1											
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1								800,744	0.75		
6.2 Class 2	657,951					657,951	0.71	320,611	0.30	657,951	
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS	657,951					657,951	0.71	1,121,355	1.04	657,951	
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1	15,940,386	19,420,400		3,414,931		38,775,717	41.89	40,543,240	37.75	36,865,332	1,910,385
7.2 Class 2	963,848					963,848	1.04	1,840,254	1.71	963,848	
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS	16,904,234	19,420,400		3,414,931		39,739,565	42.93	42,383,494	39.46	37,829,180	1,910,385
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating Per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 10.7	Total From Column 6 Prior Year	% From Column 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	67,007,637	20,519,268		3,414,931		90,941,836	98.25	X X X	X X X	89,031,452	1,910,385
10.2 Class 2	1,621,799					1,621,799	1.75	X X X	X X X	1,621,799	
10.3 Class 3								X X X	X X X		
10.4 Class 4								X X X	X X X		
10.5 Class 5						(c)		X X X	X X X		
10.6 Class 6						(c)		X X X	X X X		
10.7 TOTALS	68,629,436	20,519,268		3,414,931		(b) 92,563,635	100.00	X X X	X X X	90,653,251	1,910,385
10.8 Line 10.7 as a % of Column 6	74.14	22.17		3.69		100.00	X X X	X X X	X X X	97.94	2.06
11. Total Bonds Prior Year											
11.1 Class 1	82,395,840	19,639,493		3,203,586		X X X	X X X	105,238,919	97.99	105,238,919	
11.2 Class 2	2,160,865					X X X	X X X	2,160,865	2.01	2,160,865	
11.3 Class 3						X X X	X X X				
11.4 Class 4						X X X	X X X				
11.5 Class 5						X X X	X X X	(c)			
11.6 Class 6						X X X	X X X	(c)			
11.7 TOTALS	84,556,705	19,639,493		3,203,586		X X X	X X X	(b) 107,399,784	100.00	107,399,784	
11.8 Line 11.7 as a % of Col. 8	78.73	18.29		2.98		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Class 1	65,097,252	20,519,268		3,414,931		89,031,451	96.18	105,238,919	97.99	89,031,451	X X X
12.2 Class 2	1,621,799					1,621,799	1.75	2,160,865	2.01	1,621,799	X X X
12.3 Class 3											X X X
12.4 Class 4											X X X
12.5 Class 5											X X X
12.6 Class 6											X X X
12.7 TOTALS	66,719,051	20,519,268		3,414,931		90,653,250	97.94	107,399,784	100.00	90,653,250	X X X
12.8 Line 12.7 as a % of Col. 6	73.60	22.63		3.77		100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	72.08	22.17		3.69		97.94	X X X	X X X	X X X	97.94	X X X
13. Total Privately Placed Bonds											
13.1 Class 1	1,910,385					1,910,385	2.06			X X X	1,910,385
13.2 Class 2										X X X	
13.3 Class 3										X X X	
13.4 Class 4										X X X	
13.5 Class 5										X X X	
13.6 Class 6										X X X	
13.7 TOTALS	1,910,385					1,910,385	2.06			X X X	1,910,385
13.8 Line 13.7 as a % of Col. 6	100.00					100.00	X X X	X X X	X X X	X X X	100.00
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	2.06					2.06	X X X	X X X	X X X	X X X	2.06

(a) Includes \$.....1,910,385 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$..... prior year of bonds with Z designations and \$..... current year, \$..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$..... current year, \$..... prior year of bonds with 5* designations and \$..... current year, \$..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations	37,181,709	1,098,868				38,280,577	41.36	14,059,428	13.09	38,280,577	
1.2	Single Class Mortgage-Backed/Asset-Backed Bonds	13,885,543					13,885,543	15.00	49,133,035	45.75	13,885,543	
1.7	TOTALS	51,067,252	1,098,868				52,166,120	56.36	63,192,463	58.84	52,166,120	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations								702,471	0.65		
2.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS								702,471	0.65		
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined											
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations	657,950					657,950	0.71	1,121,355	1.04	657,951	
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS	657,950					657,950	0.71	1,121,355	1.04	657,951	
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	16,904,234	19,420,400		3,414,931		39,739,565	42.93	42,383,494	39.46	37,829,179	1,910,385
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS	16,904,234	19,420,400		3,414,931		39,739,565	42.93	42,383,494	39.46	37,829,179	1,910,385
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	54,743,893	20,519,268		3,414,931		78,678,092	85.00	X X X	X X X	76,767,707	1,910,385
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	13,885,543					13,885,543	15.00	X X X	X X X	13,885,543	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	68,629,436	20,519,268		3,414,931		92,563,635	100.00	X X X	X X X	90,653,250	1,910,385
10.8 Line 10.7 as a % of Column 6	74.14	22.17		3.69		100.00	X X X	X X X	X X X	97.94	2.06
11. Total Bonds Prior Year											
11.1 Issuer Obligations	35,423,670	19,639,492		3,203,586		X X X	X X X	58,266,748	54.25	58,266,748	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	49,133,035					X X X	X X X	49,133,035	45.75	49,133,035	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	84,556,705	19,639,492		3,203,586		X X X	X X X	107,399,783	100.00	107,399,783	
11.8 Line 11.7 as a % of Column 8	78.73	18.29		2.98		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	52,833,508	20,519,268		3,414,931		76,767,707	82.94	58,266,748	54.25	76,767,707	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities	13,885,543					13,885,543	15.00	49,133,035	45.75	13,885,543	X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	66,719,051	20,519,268		3,414,931		90,653,250	97.94	107,399,783	100.00	90,653,250	X X X
12.8 Line 12.7 as a % of Column 6	73.60	22.63		3.77		100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	72.08	22.17		3.69		97.94	X X X	X X X	X X X	97.94	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations	1,910,385					1,910,385	2.06			X X X	1,910,385
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS	1,910,385					1,910,385	2.06			X X X	1,910,385
13.8 Line 13.7 as a % of Column 6	100.00					100.00	X X X	X X X	X X X	X X X	100.00
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10	2.06					2.06	X X X	X X X	X X X	X X X	2.06

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, prior year	83,509,792	83,509,792	.....	.....	.....
2.	Cost of short-term investments acquired	344,576,479	344,576,479	.....	.....	.....
3.	Increase (decrease) by adjustment	(5,632,014)	(5,632,014)	.....	.....	.....
4.	Increase (decrease) by foreign exchange adjustment .....	.....	.....	.....	.....	.....
5.	Total profit (loss) on disposal of short-term investments .....	.....	.....	.....	.....	.....
6.	Consideration received on disposal of short-term investments	353,824,822	353,824,822	.....	.....	.....
7.	Book/adjusted carrying value, current year	68,629,435	68,629,435	.....	.....	.....
8.	Total valuation allowance .....	.....	.....	.....	.....	.....
9.	Subtotal (Lines 7 plus 8)	68,629,435	68,629,435	.....	.....	.....
10.	Total nonadmitted amounts .....	.....	.....	.....	.....	.....
11.	Statement value (Lines 9 minus 10)	68,629,435	68,629,435	.....	.....	.....
12.	Income collected during year	1,863,904	1,863,904	.....	.....	.....
13.	Income earned during year	1,657,317	1,657,317	.....	.....	.....

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

45	Schedule DB Part A Verification -	NONE
45	Schedule DB Part B Verification -	NONE
46	Schedule DB Part C Verification -	NONE
46	Schedule DB Part D Verification -	NONE
46	Schedule DB Part E Verification -	NONE
47	Schedule DB Part F Sn 1 - Sum Replicated Assets -	NONE
48	Schedule DB Part F Sn 2 - Recon Replicated Assets -	NONE
49	Schedule S - Part 1 - Section 2 -	NONE
50	Schedule S - Part 2 -	NONE
51	Schedule S - Part 3 - Section 2 -	NONE
52	Schedule S - Part 4 -	NONE
53	Schedule S - Part 5 -	NONE
54	Schedule S - Part 6 -	NONE

SCHEDULE Y (continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95449 ..	.. 38-2649504 ..	M Care Inc .....	.....	..... (700,000)	.....	.....	..... 1,771,251	.....	.....	..... (1,343,000)	..... (271,749)	.....
.. 00000 ..	.. 38-6006309 ..	University of Michigan .....	.....	.....	.....	.....	..... 666,130	.....	.....	..... 1,343,000	..... 2,009,130	.....
.. 11557 ..	.. 38-0026448 ..	M-CAID .....	.....	..... 700,000	.....	.....	..... (2,437,381)	.....	.....	.....	..... (1,737,381)	.....
9999999 Totals .....			.....	.....	.....	.....	..... 0	.....	X X X	.....	..... 0	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES

INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
3. Will an actuarial certification be filed by March 1?	No
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	Yes
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
6. Will the SVO Compliance Certification be filed by March 1?	No
7. Will the Life Supplement be filed with the state of domicile and the NAIC by March 1?	No
8. Will the Property/Casualty Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
9. Will Management's Discussion and Analysis be filed by April 1?	Yes
10. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
11. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
12. Will an audited financial report be filed by June 1 with the state of domicile?	Yes
Explanations:	

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



954492003360000002003Document Code: 360

Statement of Actuarial Opinion / Certification



954492003440000002003Document Code: 440

SVO Compliance Certification



954492003470000002003Document Code: 470

Health Life Supplement



954492003205000002003Document Code: 205

Health Property / Casualty Supplement



954492003207000002003Document Code: 207

LTC Experience Reporting Form C



954492003330000002003Document Code: 330

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**MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT
FOR THE STATE OF MICHIGAN**



NAIC Group Code: 3414

NAIC Company Code: 95449

Address (City, State and Zip Code): Ann Arbor, MI 48105

Person Completing This Exhibit:

Title:

Telephone:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2000				Policies Issued in 2001, 2002, 2003			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies

NONE

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details:
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
- 2.1 Address:
- 2.2 Contact Person and Phone Number:
3. Billing address and contact person for user fees established under 42 U.S.C. 1395u(h)(3)(B)
- 3.1 Address:
- 3.2 Contact Person and Phone Number:
4. Explain any policies identified above as policy type "O":

LS1 Life Supplement Title Page - NONE

LS2 Exhibit 5 - Aggregate Reserve for Life - NONE

LS3 Exhibit 5 - Interrogatories - NONE

LS4 Exhibit 7 - Deposit Type Contracts - NONE

LS5 Schedule S - Part 1 - Section 1 - NONE

LS6 Schedule S - Part 3 - Section 1 - NONE

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PS1	Property Supplement Title Page -	NONE
PS2	Schedule F Part 1 Assumed Reinsurance -	NONE
PS3	Schedule F Part 3 Ceded Reinsurance -	NONE
PS4	Schedule P - Part 1 Summary -	NONE
PS5	Schedule P - Part 1A -	NONE
PS6	Schedule P - Part 1B -	NONE
PS7	Schedule P - Part 1C -	NONE
PS8	Schedule P - Part 1D -	NONE
PS9	Schedule P - Part 1E -	NONE
PS10	Schedule P - Part 1F Sn 1 -	NONE
PS11	Schedule P - Part 1F Sn 2 -	NONE
PS12	Schedule P - Part 1G -	NONE
PS13	Schedule P - Part 1H Sn 1 -	NONE
PS14	Schedule P - Part 1H Sn 2 -	NONE
PS15	Schedule P - Part 1I -	NONE
PS16	Schedule P - Part 1J -	NONE
PS17	Schedule P - Part 1K -	NONE
PS18	Schedule P - Part 1L -	NONE
PS19	Schedule P - Part 1M -	NONE
PS20	Schedule P - Part 1N -	NONE
PS21	Schedule P - Part 1O -	NONE

PS22	Schedule P - Part 1P -	NONE
PS23	Schedule P - Part 1R Sn 1 -	NONE
PS24	Schedule P - Part 1R Sn 2 -	NONE
PS25	Schedule P - Part 1S -	NONE
PS26	Schedule P - Part 2 Summary -	NONE
PS27	Schedule P - Part 2A -	NONE
PS27	Schedule P - Part 2B -	NONE
PS27	Schedule P - Part 2C -	NONE
PS27	Schedule P - Part 2D -	NONE
PS27	Schedule P - Part 2E -	NONE
PS28	Schedule P - Part 2F Sn 1 -	NONE
PS28	Schedule P - Part 2F Sn 2 -	NONE
PS28	Schedule P - Part 2G -	NONE
PS28	Schedule P - Part 2H Sn 1 -	NONE
PS28	Schedule P - Part 2H Sn 2 -	NONE
PS29	Schedule P - Part 2I -	NONE
PS29	Schedule P - Part 2J -	NONE
PS29	Schedule P - Part 2K -	NONE
PS29	Schedule P - Part 2L -	NONE
PS29	Schedule P - Part 2M -	NONE
PS30	Schedule P - Part 2N -	NONE
PS30	Schedule P - Part 2O -	NONE
PS30	Schedule P - Part 2P -	NONE
PS31	Schedule P - Part 2R Sn 1 -	NONE
PS31	Schedule P - Part 2R Sn 2 -	NONE
PS31	Schedule P - Part 2S -	NONE
PS32	Schedule P - Part 3 Summary (Work Paper) -	NONE
PS33	Schedule P - Part 3A (Work Paper) -	NONE
PS33	Schedule P - Part 3B (Work Paper) -	NONE
PS33	Schedule P - Part 3C (Work Paper) -	NONE
PS33	Schedule P - Part 3D (Work Paper) -	NONE
PS33	Schedule P - Part 3E (Work Paper) -	NONE
PS34	Schedule P - Part 3F Sn 1 (Work Paper) -	NONE
PS34	Schedule P - Part 3F Sn 2 (Work Paper) -	NONE
PS34	Schedule P - Part 3G (Work Paper) -	NONE
PS34	Schedule P - Part 3H Sn 1 (Work Paper) -	NONE
PS34	Schedule P - Part 3H Sn 2 (Work Paper) -	NONE
PS35	Schedule P - Part 3I (Work Paper) -	NONE
PS35	Schedule P - Part 3J (Work Paper) -	NONE
PS35	Schedule P - Part 3K (Work Paper) -	NONE
PS35	Schedule P - Part 3L (Work Paper) -	NONE
PS35	Schedule P - Part 3M (Work Paper) -	NONE
PS36	Schedule P - Part 3N (Work Paper) -	NONE
PS36	Schedule P - Part 3O (Work Paper) -	NONE
PS36	Schedule P - Part 3P (Work Paper) -	NONE
PS37	Schedule P - Part 3R Sn 1 (Work Paper) -	NONE
PS37	Schedule P - Part 3R Sn 2 (Work Paper) -	NONE
PS37	Schedule P - Part 3S (Work Paper) -	NONE

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